

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |                                  |
|---|----------------------------------|
| -----X                                  |                                  |
| <b>In re:</b>                           | : <b>Chapter 11</b>              |
|   | :                                |
| <b>CUMULUS MEDIA INC., et al.,</b>      | : <b>Case No. 17-13381 (SCC)</b> |
|   | :                                |
| <b>Reorganized Debtors.<sup>1</sup></b> | : <b>(Jointly Administered)</b>  |
|   | :                                |
|   | :                                |
| -----X                                  |                                  |

**ORDER (I) CHANGING THE CASE CAPTION OF THE LEAD CASE;  
(II) CONSOLIDATING THE ADMINISTRATION OF THE REMAINING  
MATTERS AT THE LEAD CASE; (III) ENTERING A FINAL DECREE CLOSING  
THE SUBSIDIARY CASES; AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of Cumulus Media Inc. (n/k/a CM Wind Down Topco Inc.) and its affiliates in the above-captioned chapter 11 cases (collectively, the “Debtors” and, as reorganized on and after June 4, 2018, the “Reorganized Debtors”) for entry of an order (this “Order”), pursuant to sections 105(a) and 350(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3022-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), authorizing (i) changing the case caption of the Lead Case to CM Wind Down Topco Inc.; (ii) consolidating the administration of the Outstanding Claims and other Remaining Matters at the Lead Debtor in the Lead Case; (iii) entering a final decree closing the Subsidiary Cases; and (iv) granting related relief, all as more fully set forth in the Motion; and

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<sup>1</sup> The last four digits of Cumulus Media Inc.’s (n/k/a CM Wind Down Topco Inc.) tax identification number are 9663. Due to the large number of Reorganized Debtors in these Chapter 11 cases, for which the Reorganized Debtors have been granted joint administration, a complete list of the Reorganized Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Voting and Claims Agent at <http://dm.epiq11.com/cumulus>. The location of the Reorganized Debtors’ service address is: 3280 Peachtree Road, N.W., Suite 2200, Atlanta, Georgia 30305.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that the venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the notice of the Motion and opportunity for a hearing thereon were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Upon entry of this Order, the caption for the Lead Case shall be changed as

follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|  |                                  |
|--|----------------------------------|
| -----X                                 |                                  |
| <b>In re:</b>                          | : <b>Chapter 11</b>              |
|  | :                                |
| <b>CM WIND DOWN TOPCO INC.</b>         | :                                |
|  | : <b>Case No. 17-13381 (SCC)</b> |
|  | :                                |
| <b>Reorganized Debtor.<sup>1</sup></b> | :                                |
|  | :                                |
| -----X                                 |                                  |

FN 1: The last four digits of the Reorganized Debtor's tax identification number is 9663. The location of the Reorganized Debtor's service address is: 3280 Peachtree Road, N.W., Suite 2200, Atlanta, Georgia 30305.

3. The Clerk and other relevant parties are authorized and shall take the actions necessary to update the ECF filing system and their respective records to reflect Cumulus Media Inc.'s corporate name change to CM Wind Down Topco Inc., including the insertion of a docket entry in Cumulus Media Inc.'s Chapter 11 Case as follows:

“An order has been entered in this case directing that the caption of this case be changed in accordance with the corporate name change of Cumulus Media Inc. to CM Wind Down Topco Inc.”

4. The Remaining Matters, including the Outstanding Claims, shall be consolidated and transferred to the Lead Case for administration and resolution by the Lead Debtor, including the making or directing of any and all remaining distributions or payments on account of such Remaining Matters. The Reorganized Debtors are authorized to appoint CM Emergence Newco Inc. (n/k/a Cumulus Media Inc.) or any of its subsidiaries as the Disbursing Agent for purposes of effecting distributions and payments on account of the Remaining Matters and other matters in the Lead Case or on behalf of the Lead Debtor. All bar dates and other deadlines applicable in the Chapter 11 Cases to the Remaining Matters shall continue to apply to the Remaining Matters as if the Remaining Matters had not been consolidated at the Lead Debtor or in the Lead Case and are unaffected by this Order.

5. Pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1, the Chapter 11 Cases listed on Schedule 1 attached hereto (the “Subsidiary Cases”) are hereby closed effective as of the date of entry of this Order.

6. The Court retains jurisdiction as provided in the Plan, and the entry of the final decrees as provided herein is without prejudice to the rights of any party in interest to seek to reopen the Subsidiary Cases for cause shown.

7. Upon entry of this Order, the Lead Case shall be the only Chapter 11 Case open for the remaining administration, distribution and Claims reconciliation purposes, and the other Remaining Matters, under the Plan.

8. To the extent not already paid, the fees required to be paid to the United States Trustee pursuant to 28 U.S.C. § 1930(a) with respect to the Subsidiary Cases shall be paid by the Disbursing Agent on behalf of the Lead Debtor as soon as reasonably practicable after the date of entry of this Order. The Reorganized Debtors shall not be obligated to pay any fees to the United States Trustee with respect to the Subsidiary Cases for any period after entry of this Order.

9. The Clerk shall enter this Order individually on each of the dockets of the Subsidiary Cases and thereafter such dockets shall be marked as "Closed".

10. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

11. The Reorganized Debtors are authorized to take all actions necessary to carry out the relief granted in this Order in accordance with the Motion.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

New York, New York  
Dated: June 29, 2018

/S/ Shelley C. Chapman  
THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1**

**Subsidiary Cases**

| <u>Debtor</u>                         | <u>Case Number</u> |
|---------------------------------------|--------------------|
| NY Radio Assets, LLC                  | 17-13379           |
| Westwood One, Inc.                    | 17-13380           |
| Cumulus Media Holdings Inc.           | 17-13382           |
| Cumulus Intermediate Holdings Inc.    | 17-13383           |
| Cumulus Broadcasting LLC              | 17-13384           |
| Consolidated IP Company LLC           | 17-13385           |
| CMP Susquehanna Radio Holdings Corp.  | 17-13386           |
| CMP KC Corp.                          | 17-13387           |
| CMP Susquehanna Corp.                 | 17-13388           |
| Chicago Radio Assets, LLC             | 17-13389           |
| Atlanta Radio, LLC                    | 17-13390           |
| Chicago FM Radio Assets, LLC          | 17-13391           |
| Broadcast Software International      | 17-13392           |
| Catalyst Media, Inc.                  | 17-13393           |
| CMI Receivables Funding LLC           | 17-13394           |
| Cumulus Network Holdings Inc.         | 17-13395           |
| Cumulus Radio Corporation             | 17-13396           |
| DC Radio Assets, LLC                  | 17-13397           |
| Detroit Radio, LLC                    | 17-13398           |
| Dial Communications Global Media, LLC | 17-13399           |
| IncentRev-Radio Half Off, LLC         | 17-13400           |
| IncentRev LLC                         | 17-13401           |
| KLIF Broadcasting, Inc.               | 17-13402           |
| KLOS-FM Radio Assets, LLC             | 17-13403           |
| LA Radio, LLC                         | 17-13404           |
| Minneapolis Radio Assets, LLC         | 17-13405           |
| Radio Assets, LLC                     | 17-13406           |
| Radio Metroplex, Inc.                 | 17-13407           |
| Radio Networks, LLC                   | 17-13408           |
| San Francisco Radio Assets, LLC       | 17-13409           |
| Susquehanna Media Co.                 | 17-13410           |
| Susquehanna Pfaltzgraff Co.           | 17-13411           |
| Susquehanna Radio Corp.               | 17-13412           |
| WBAP - KSCS Assets, LLC               | 17-13413           |
| Westwood One Radio Networks, Inc.     | 17-13414           |
| WPLJ Radio, LLC                       | 17-13415           |